



**MALAYSIA
PACKAGING
INDUSTRY
BHD**



Notice of
32nd Annual General Meeting

MALAYSIA PACKAGING INDUSTRY BERHAD
(22265-U)
(Incorporated in Malaysia)

MALAYSIA PACKAGING INDUSTRY BERHAD

Company No. 22265 - U
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-second Annual General Meeting of the Company will be held at 6½ Mile, Simpang Salak South Baru, (Lot 3, Jalan Kuchai Lama), 58200 Kuala Lumpur on Thursday 21 June 2007 at 10:00 a.m. for the following purposes:

1. To receive and adopt the Report of the Directors and the audited Financial Statements for the financial year ended 31 December 2006 and the Report of the Auditors thereon. **RESOLUTION 1**
2. To approve the payment of Directors' Fees for the financial year ended 31 December 2006. **RESOLUTION 2**
3. To re-elect directors:
 - (a) In accordance with Article 87 of the Company's Articles of Association, Mr. Manabu Watanabe retires by rotation and, being eligible, offers himself for re-election. **RESOLUTION 3**
 - (b) In accordance with Article 87 of the Company's Articles of Association, Mr. Shunichi Komatsu retires by rotation and, being eligible, offers himself for re-election. **RESOLUTION 4**
 - (c) In accordance with Article 89 of the Company's Articles of Association, Mr. Mitsuo Kondo retires and, being eligible, offers himself for re-election. **RESOLUTION 5**
4. To pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:

"That pursuant to Section 129(6) of the Companies Act, 1965, Dato' Ahmad Badri Bin Mohamed Basir be and is hereby re-appointed a director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

RESOLUTION 6
5. To re-appoint Ernst & Young as Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **RESOLUTION 7**

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following Resolutions:

6. **ORDINARY RESOLUTION
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT approval be and is hereby given to the Company to renew the Shareholders' Mandate for the Recurrent Related Party Transactions ("RRPT") of a revenue or trading nature with DIC (MALAYSIA) SDN. BHD. for the purchase of raw materials by the Company as stated in Section 2.1.2 of the Circular to Shareholders dated 30 May 2007 which are necessary in the ordinary course of business and for the Company's day-to-day operations and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company. **RESOLUTION 8**

MALAYSIA PACKAGING INDUSTRY BERHAD

Company No. 22265 - U
(Incorporated in Malaysia)

AND THAT the approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is again renewed; or
- ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("The Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of The Act); or
- iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the renewal of the Proposed Shareholders' Mandate for RRPT."

**7. SPECIAL RESOLUTION
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE
COMPANY**

"THAT the Proposed Amendments to the Articles of Association of the Company as set out in Appendix I of the Circular to Shareholders dated 30 May 2007 be and are hereby approved AND THAT the Directors of the Company be and are hereby authorised to carry out all the necessary acts to effect the proposed amendments."

RESOLUTION 9

8. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

Winnie Chok Kwee Wah
Leong Mee Lee
Secretaries

Kuala Lumpur
30 May 2007

MALAYSIA PACKAGING INDUSTRY BERHAD

Company No. 22265 - U
(Incorporated in Malaysia)

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. If the appointer is a corporation, the proxy should be executed under its common seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy must be deposited at the office of Bina Management (M) Sdn. Bhd., Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 8

Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature

The proposed Ordinary Resolution No.8, if passed, will empower the Company to enter into recurrent transactions of a revenue or trading nature which are necessary in the ordinary course of business and for the Company's day to day operations, subject to the transactions made at arm's length and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Special Resolution 9

Proposed Amendments To The Articles Of Association Of The Company

The Proposed Amendments to the Company's Articles of Association will bring the Articles of Association of the Company in line with the amendments to the Listing Requirements of Bursa Malaysia Securities Berhad.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. Profile of Directors who are standing for re-election

Further details pertaining to directors standing for re-election are outlined on pages 4 to 7 of the Annual Report.

2. Details of the Directors' Interest in the Company

Details of the directors' shareholdings are outlined on page 57 of the Annual Report

MALAYSIA PACKAGING INDUSTRY BERHAD

Company No. 22265 - U
(Incorporated in Malaysia)

FORM OF PROXY

No. of shares held	
--------------------	--

I/We,.....
of.....
being a member/members of MALAYSIA PACKAGING INDUSTRY BERHAD, hereby appoint.....
..... (NRIC No.....)
of.....
or failing him..... (NRIC No.....)
of

as my/our proxy to vote for me/us and on my/our behalf at the THIRTY-SECOND ANNUAL GENERAL MEETING of the Company to be held at 6½ Mile, Simpang Salak South Baru, (Lot 3, Jalan Kuchai Lama), 58200 Kuala Lumpur on Thursday, 21 June 2007 at 10:00 a.m. and at any adjournment thereof. The proxy is to vote on the business before the meeting as indicated below (if no indication is given, the proxy will vote as he thinks fit or abstain from voting): -

Resolution No.		For	Against
Ordinary Resolution 1	Adoption of the Report of the Directors and the audited Financial Statements for the financial year ended 31-12-2006 and the Report of the Auditors thereon.		
Ordinary Resolution 2	Approval of the payment of Directors' Fees.		
Ordinary Resolution 3	Re-election of Mr. Manabu Watanabe as director.		
Ordinary Resolution 4	Re-election of Mr. Shunichi Komatsu as director.		
Ordinary Resolution 5	Re-election of Mr. Mitsuo Kondo as director.		
Ordinary Resolution 6	Re-appointment of Dato' Ahmad Badri bin Mohamed Basir as director.		
Ordinary Resolution 7	Re-appointment of Auditors.		
Ordinary Resolution 8	Proposed renewal of shareholders' mandate – DIC (Malaysia) Sdn. Bhd.		
Special Resolution 9	Proposed Amendments to the Company's Articles of Association		

Dated this day of June 2007.

The proportion of *my/our holding to be represented by my *proxy/proxies are as follows:

First Named Proxy	%
Second Named Proxy	%
	<hr/>
	100%
	=====

In case of a vote taken by show of hands, the first named proxy shall vote on *my/our behalf.

.....
Signature of Shareholder

Tel No.

Notes:

- 1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 2) If the appointer is a corporation, the proxy should be executed under its common seal or under the hand of an officer or attorney duly authorised.
- 3) The instrument appointing a proxy must be deposited at the office of Bina Management (M) Sdn. Bhd., Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

Fold Here

Form of Proxy

Stamp

The Company Secretary
Bina Management (M) Sdn Bhd
Lot 10, The Highway Centre
Jalan 51 / 205
46050 Petaling Jaya
Selangor Darul Ehsan

Fold Here

MALAYSIA PACKAGING INDUSTRY BERHAD

Company No. 22265 - U
(Incorporated in Malaysia)

2006 Annual Report requisition form

Dear Shareholders,

Should you wish to have a copy of the printed Annual Report, please send us the completed requisition form and we will forward the report within 4 market days of receipt of your request.

Alternatively, you may fax your request

To : 03- 7784 1988
For Attention : Mdm Winnie Chok / Ms. Leong Mee Lee

Thank you for your continued support.

Particulars of Shareholders

Name of Shareholder: _____

IC No. / Passport No. / Company No.: _____

Mailing Address: _____

CDS Account No.: _____

Tel No.: _____

Signature of Shareholder: _____

Date: _____

Fold Here

Annual Report 2006
Request Form

Stamp

The Company Secretary
Bina Management (M) Sdn Bhd
Lot 10, The Highway Centre
Jalan 51 / 205
46050 Petaling Jaya
Selangor Darul Ehsan

Fold Here
